

RECORDATION NO 2 7252-A FILED

DEC 04 '07

2-46 PM

VIA UPS 2ND DAY AIR

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com



November 30, 2007

Mr. Vernon E. Williams
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: **Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement, dated January 1, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board on this date as Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canadian National Railway Company
935 de la Gauchetiere St. West
Montreal, Quebec H3B 2M9
Canada


A description of the railroad equipment covered by the enclosed document is forty eight (48) 73' centerbeam flatcars marked DWC (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,


Marcia Dunne
Rail Documentation Specialist

Enclosures

(CN094)

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ASSGN. NO. CN094

MEMORANDUM OF LEASE – RIDER NO. 2

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of January 1, 2006 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement dated as of January 1, 2004 (the "Agreement") and Rider No. 2 thereto dated as of January 1, 2006 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Agreement and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. BarrieTitle: Regional Vice President, SalesSignature: **LESSEE:**

CANADIAN NATIONAL RAILWAY COMPANY


Name: John A.N. LamontTitle: Sr. Manager, Asset FinanceSignature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty-eight (48).

DESCRIPTION OF CARS: 286,000 lb. GRL, centerbeam flatcars with risers

CAR NUMBERS:

DWC 626460	DWC 626484
DWC 626461	DWC 626485
DWC 626462	DWC 626486
DWC 626463	DWC 626487
DWC 626464	DWC 626488
DWC 626465	DWC 626489
DWC 626466	DWC 626490
DWC 626467	DWC 626491
DWC 626468	DWC 626492
DWC 626469	DWC 626493
DWC 626470	DWC 626494
DWC 626471	DWC 626495
DWC 626472	DWC 626496
DWC 626473	DWC 626497
DWC 626474	DWC 626498
DWC 626475	DWC 626499
DWC 626476	DWC 626900
DWC 626477	DWC 626901
DWC 626478	DWC 626902
DWC 626479	DWC 626903
DWC 626480	DWC 626904
DWC 626481	DWC 626905
DWC 626482	DWC 626906
DWC 626483	DWC 626907